

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/23/2003		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Liquidmetal Technologies		05/23/2003
			Entity Type
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Liquidmetal Technologies, Inc.		
Street Address:	30452 Esperanza		
City:	Rancho Santa Margarita		
State/Country:	CALIFORNIA		
Postal Code:	92688		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3230417	LIQUIDMETAL
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	gdelgadillo@stetinalaw.com		
Correspondent Name:	STETINA BRUNDA GARRED & BRUCKER		
Address Line 1:	75 Enterprise, Suite 250		
Address Line 4:	Aliso Viejo, CALIFORNIA 92656		
ATTORNEY DOCKET NUMBER:	LQUID-058T		
NAME OF SUBMITTER:	Bruce B. Brunda		
Signature:	/Bruce B Brunda/		

Date:

01/30/2013

**Total Attachments: 8**

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# Delaware

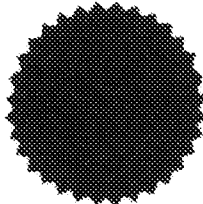
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LIQUIDMETAL TECHNOLOGIES", A CALIFORNIA CORPORATION, WITH AND INTO "LIQUIDMETAL TECHNOLOGIES, INC." UNDER THE NAME OF "LIQUIDMETAL TECENOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF MAY, A.D. 2003, AT 6:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3659021 8100M

AUTHENTICATION: 2433727

030333311

DATE: 05-23-03

FROM

(THU) 5.15.03 15:59/ST. 15:58/NO. 4863333644 P 2

CERTIFICATE OF INCORPORATION

OF

LIQUIDMETAL TECHNOLOGIES, INC.

ARTICLE I

The name of the corporation is Liquidmetal Technologies, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same may be amended or supplemented from time to time (the "DGCL").

ARTICLE IV

The Corporation shall have authority to issue One Hundred Ten Million (110,000,000) shares of capital stock, consisting of One Hundred Million (100,000,000) shares of Common Stock, \$0.001 par value per share, and Ten Million (10,000,000) shares of Preferred Stock, \$0.001 par value per share. The Preferred Stock authorized by the Certificate of Incorporation may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or of any of them.

ARTICLE V

The name and mailing address of the incorporator is:

Steven Vazquez  
Foley & Lardner  
100 North Tampa Street, Suite 2700  
Tampa, FL 33602

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:43 PM 05/15/2003  
FILED 04:59 PM 05/15/2003  
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#### ARTICLE VI

To the fullest extent permitted by the DGCL, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Corporation shall indemnify to the fullest extent permitted by the DGCL (including, without limitation, Section 145 thereof), as the same may be amended and supplemented from time to time, any and all persons whom it shall have power to indemnify under the DGCL. The indemnification provided for herein shall not be exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law under any Bylaw, agreement, vote of stockholders or disinterested directors of the Corporation, or otherwise, both as to action in such indemnified person's official capacity and as to action in another capacity while serving as a director, officer, employee, or agent of the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Any repeal or modification of this Article VI or amendment to the DGCL shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer, or agent occurring prior to, such repeal, modification, or amendment.

#### ARTICLE VII

The Board of Directors shall have the power to adopt, amend, or repeal Bylaws of the Corporation, subject to the right of the stockholders of the Corporation to adopt, amend, or repeal any Bylaw. In addition, the Bylaws may be amended by the affirmative vote of holders of majority of the outstanding shares of voting stock of the Corporation entitled to vote at an election of directors.

#### ARTICLE VIII

The number of directors of the Corporation shall be determined by resolution of the Board of Directors. Elections of directors need not be by written ballot, unless the Bylaws of the Corporation shall so provide.

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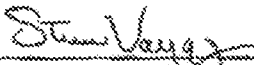
Advance notice of stockholder nominations for the election of directors and of any other business to be brought before any meeting of the stockholders shall be given in the manner provided in the Bylaws of the Corporation. At each annual meeting of stockholders, directors of the Corporation shall be elected to hold office until the expiration of the term for which they are elected, or until their successors have been duly elected and qualified; except that if any such election shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the DGCL.

Vacancies occurring on the Board of Directors for any reason may be filled by vote of a majority of the remaining members of the Board of Directors, even if less than a quorum, at any meeting of the Board of Directors. A person so elected by the Board of Directors to fill a vacancy shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been duly elected and qualified.

#### ARTICLE IX

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Incorporation on May 15, 2003.

  
\_\_\_\_\_  
Steven Vazquez, Incorporator

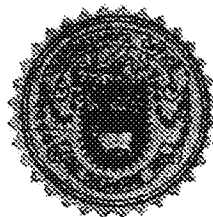
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "LIQUIDMETAL TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 2003, AT 4:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3659021 8100

AUTHENTICATION: 2420323

DATE: 05-16-03

TRADEMARK  
REEL: 004952 FRAME: 0640

CERTIFICATE OF OWNERSHIP AND MERGER

of

LIQUIDMETAL TECHNOLOGIES  
(a California corporation)

with and into

LIQUIDMETAL TECHNOLOGIES, INC.  
(a Delaware corporation)

In accordance with the California Corporations Code and the Delaware General Corporation Law, Liquidmetal Technologies, a California corporation (the "Parent Corporation") hereby certifies as follows:

FIRST: The Parent Corporation was incorporated on August 30, 1987, pursuant to the California Corporations Code.

SECOND: The Parent Corporation owns one 100 shares of the issued and outstanding common stock of Liquidmetal Technologies, Inc., a Delaware corporation (the "Subsidiary Corporation"), constituting 100% of the outstanding shares of capital stock of the Subsidiary Corporation.

THIRD: The respective Boards of Directors of each of the Parent Corporation and the Subsidiary Corporation have duly adopted the following resolutions by unanimous written consent:

"RESOLVED, that the merger of the Parent Corporation with and into the Subsidiary Corporation (the "Reincorporation Merger") in accordance with the terms of the Merger Agreement (as defined below) is hereby approved and authorized.

FURTHER RESOLVED, that the execution, delivery, and performance of the Agreement and Plan of Merger between the Parent Corporation and the Subsidiary Corporation (the "Merger Agreement") is hereby approved and authorized.

FURTHER RESOLVED, that the assumption by the Subsidiary Corporation of all of the liabilities and obligations of the Parent Corporation pursuant to

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:58 PM 05/21/2003  
FILED 06:35 PM 05/21/2003  
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Section 1110 of the California Corporations Code is hereby approved and authorized.

**FURTHER RESOLVED**, that the conversion of each outstanding share of common stock of the Parent Corporation, on a one to one ratio, into one share of common stock of the Subsidiary Corporation is hereby approved and authorized."

**FOURTH:** The respective shareholders of each of the Parent Corporation and the Subsidiary Corporation have duly approved the Merger Agreement and the Reincorporation Merger.

**FIFTH:** The Certificate of Incorporation of the Subsidiary Corporation shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

**SIXTH:** Following the Reincorporation Merger, all outstanding shares of common stock of the Parent Corporation shall be converted, on a one for one basis, into shares of common stock of the Subsidiary Corporation.


**SEVENTH:** Notwithstanding anything herein or elsewhere to the contrary, the Reincorporation Merger may be amended or terminated and abandoned by the Board of Directors of Parent Corporation at any time prior to the date of filing with the Delaware Secretary of State this Certificate or the Agreement and Plan of Merger.

**EIGHTH:** The Reincorporation Merger shall become effective upon the filing of this Certificate with the Delaware Secretary of State.

**NINTH:** The Parent Corporation sets forth a resolution of approval of merger on May 20th, 2003

IN WITNESS WHEREOF, said Parent Corporation has caused this Certificate to be signed by Brian McDougall, its Secretary, this 29 day of May, 2003.

LIQUIDMETAL TECHNOLOGIES,  
a California corporation

By:   
Name: Brian McDougall  
Title: Secretary